

Edward M. Fox  
Seyfarth Shaw LLP  
620 Eighth Avenue  
New York, NY 10018  
Telephone: (212) 218-4646  
Facsimile: (917) 344-1339  
Email: [emfox@seyfarth.com](mailto:emfox@seyfarth.com)

*Attorneys for Wilmington Trust, National Association,  
as indenture trustee and collateral agent*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

	)	Chapter 11
In re:	)	
	)	Case No. 18-23538 (RDD)
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	)	
	)	(Jointly Administered)
Debtors. <sup>1</sup>	)	

**CERTIFICATE OF SERVICE**

I hereby certify that on December 13, 2018, a true and correct copy of the Limited Objection of Wilmington Trust, National Association, as Indenture Trustee and Collateral Agent to Entry of a Final Junior DIP Order (I) Authorizing the Debtors to (A) Obtain Post-petition Financing and (B) Grant Secured Priming Liens and Superpriority Administrative Expense Claims; (II) Modifying the Automatic Stay; and (III) Granting Related Relief was caused to be served (i) by electronic mail

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365) (collectively, the "Debtors"). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

through the Court's ECF system on all parties authorized to receive electronic notice in this case and (ii) directly by email on the parties whose email addresses are set forth on Exhibit A annexed hereto.

Dated: New York, New York  
December 18, 2018

/s/ Edward M. Fox  
Edward M. Fox

**Exhibit A**

idizengoff@akingump.com; pdublin@akingump.com; aqureshi@akingump.com;  
sbrauner@akingump.com; bnkatty@aldineisd.org; jarnold@aldridgepite.com;  
James.Vincequerra@alston.com; leib.lerner@alston.com; ajd@ansellgrimm.com;  
ajd@ansellgrimm.com; akadish@archerlaw.com; lschildkraut@archerlaw.com;  
brian.lohan@arnoldporter.com; ginger.clements@arnoldporter.com;  
CSchael@AshfordNJLaw.com; eneiger@askllp.com; jchristian@askllp.com; Jg5786@att.com;  
mcuellar45@austinenterpriseslp.com; egoodman@bakerlaw.com; fkhan@bakerlaw.com;  
pollack@ballardspahr.com; branchd@ballardspahr.com; heilmanl@ballardspahr.com;  
summersm@ballardspahr.com; harnerp@ballardspahr.com; kutnera@ballardspahr.com;  
knewman@barclaydamon.com; emiller@bayardlaw.com; russ@bsavory.com;  
rmills@bellnunnally.com; klove@bellnunnally.com; mbarrie@beneschlaw.com;  
kcapuzzi@beneschlaw.com; wschonberg@beneschlaw.com; Tgaa@bbslaw.com;  
JRhodes@BlankRome.com; Tarr@BlankRome.com; EZucker@BlankRome.com;  
bankruptcy@borgeslawllc.com; wborges@borgeslawllc.com; schin@borgeslawllc.com;  
arainone@bracheichler.com; jmontgomery@brownconnery.com; schristianson@buchalter.com;  
rdavis@cafarocompany.com; jlevitin@cahill.com; rstieglitz@cahill.com;  
sjk@carmodymacdonald.com; mcatalfimo@carterconboy.com; gadsden@clm.com;  
bankruptcy@clm.com; Dennis.roemlein@bnymellon.com; rmccord@certilmanbalin.com;  
rnosek@certilmanbalin.com; appleby@chapman.com; wilamowsky@chapman.com;  
brotenberg@csglaw.com; szuber@csglaw.com; ksimard@choate.com; jmarshall@choate.com;  
hchoi@choiandpark.com; cpark@choiandpark.com; lkleist@choiandpark.com;  
mstein@chuhak.com; eschnitzer@ckrlaw.com; gsaydah@ckrlaw.com;

duane.brescia@clarkhillstrasburger.com; dblau@clarkhill.com; soneal@cgsh.com;  
jbromley@cgsh.com; aweaver@cgsh.com; rmukhi@cgsh.com; jkpark@cgsh.com;  
rseltzer@cwsny.com; Michael.smith2@computershare.com; kbifferato@connollygallagher.com;  
kconlan@connollygallagher.com; cgriffiths@connollygallagher.com; svanaalten@cooley.com;  
scarnes@cooley.com; dcoffino@cov.com; aclark@cov.com; mfelger@cozen.com;  
pzumbro@cravath.com; davidtaxin@dahannowick.com; dhw@dhclegal.com;  
marshall.huebner@davispolk.com; eli.vonnegut@davispolk.com; sears.service@davispolk.com;  
mcto@debevoise.com; eweisgerber@debevoise.com; bethsolomon@discover.com;  
LJKotler@duanemorris.com; WMSimkulak@duanemorris.com; WMSimkulak@duanemorris.com;  
Cheitzenrater@duanemorris.com; lmay@eisemanlevine.com; Leopold.matt@Epa.gov;  
lbercovich@epicor.com; ppascuzzi@ffwplaw.com; mark.wilson@fisherbroyles.com;  
patricia.fugee@fisherbroyles.com; dlwright@foley.com; msmall@foley.com;  
aguon@foxrothschild.com; plabov@foxrothschild.com; thoran@foxrothschild.com;  
mhall@foxrothschild.com; mherz@foxrothschild.com; nreid@foxswibel.com; jfrank@fgllp.com;  
jkleinman@fgllp.com; deggert@freeborn.com; brad.eric.scheler@friedfrank.com;  
scott.luftglass@friedfrank.com; peter.siroka@friedfrank.com; tking@fbtlaw.com;  
rgold@fbtlaw.com; awebb@fbtlaw.com; pmartin@fmdlegal.com; lbrymer@fmdlegal.com;  
gseitz@gsbblaw.com; mgensburg@gcklegal.com; btheisen@gibbonslaw.com;  
nsongonuga@gibbonslaw.com; hcohen@gibbonslaw.com; tnixon@gklaw.com;  
jflaxer@golenbock.com; mweinstein@golenbock.com; gfox@goodwinlaw.com;  
bbazian@goodwinlaw.com; drosner@goulstonstorrs.com; thoffmann@goulstonstorrs.com;  
tannweiler@greerherz.com; jfigueiredo@hahnhausen.com; ahalperin@halperinlaw.net;  
lgu@halperinlaw.net; dlieberman@halperinlaw.net; joia.johnson@hanes.com;

howard.upchurch@hanes.com; ktompsett@harrisbeach.com; sselbst@herrick.com;  
elio@higgslaw.com; arthur.rosenberg@hkklaw.com; Marc.Antonecchia@hkklaw.com;  
barbra.parlin@hkklaw.com; elvin.ramos@hkklaw.com; jose.casal@hkklaw.com;  
jjalemany@hkklaw.com; llichtman@honigman.com; bgross@HuntonAK.com;  
mlegge@huntonak.com; ghesse@huntonak.com; caleb.holzaepfel@huschblackwell.com;  
lynn.butler@huschblackwell.com; Daniel.Swetnam@icemiller.com;  
taxcollector@co.imperial.ca.us; carol.rodas@impremedia.com;  
Mimi.M.Wong@irsounsel.treas.gov; Mimi.M.Wong@irsounsel.treas.gov;  
Bankruptcy2@ironmountain.com; elkinj@mac.com;  
KDWBankruptcyDepartment@KelleyDrye.com; bfeder@kelleydrye.com; ssouthard@klestadt.com;  
lkiss@klestadt.com; kurtzman@kurtzmansteady.com; dgragg@langleybanack.com;  
jfifarek@laskyfifarek.com; rzucker@lasserhochman.com; marc.zelina@lw.com;  
peter.gilhuly@lw.com; ted.dillman@lw.com; gillazarus@gmail.com; kevin@ksnpc.com;  
william.fennell@fennelllaw.com; luralene.schultz@fennelllaw.com; office@fennelllaw.com;  
cgruen@gruenlaw.com; dtabachnik@dtlaw.com; pstarkesq@gmail.com;  
hlazarus@lazarusandlazarus.com; harlan.lazarus@gmail.com; ilan.markus@leclairryan.com;  
niclas.ferland@leclairryan.com; andrew.cole@leclairryan.com;  
sanantonio.bankruptcy@publicans.com; dallas.bankruptcy@publicans.com;  
houston\_bankruptcy@publicans.com; jfarnum@linowes-law.com; jmueller@lippes.com;  
braynor@lockelord.com; asmith@lockelord.com; dwirt@lockelord.com;  
ira.greene@lockelord.com; jfroehlich@lockelord.com; sbryant@lockelord.com;  
bbuechler@lowenstein.com; echafetz@lowenstein.com; bnathan@lowenstein.com;  
tleday@mvalaw.com; bmcgrath@mcglinchey.com; kromano@mcglinchey.com;

mchaney@mcglinchey.com; raguilar@mcglinchey.com; rcerone@mcglinchey.com;  
hjschwartz@mckoolsmith.com; cjm@msf-law.com; nkenworthy@mrllaw.net;  
cprice@milbank.com; RLiubicic@milbank.com; sdnyecf@dor.mo.gov; ssmith@mwlaw.com;  
laura.mccarthy@morganlewis.com; neil.herman@morganlewis.com; smiller@morrisjames.com;  
cmiller@mnat.com; jbarsalona@mnat.com; jmarines@mofo.com; bbutterfield@mofo.com;  
bankruptcy@morrisoncohen.com; mro@prbankruptcy.com; dperry@munsch.com;  
kcordry@naag.org; jody.bedenbaugh@nelsonmullins.com; shane.ramsey@nelsonmullins.com;  
enid.stuart@ag.ny.gov; dsklar@nixonpeabody.com; bob.bruner@nortonrosefulbright.com;  
david.rosenzweig@nortonrosefulbright.com; howard.seife@nortonrosefulbright.com;  
christy.rivera@nortonrosefulbright.com; stephen.castro@nortonrosefulbright.com;  
david.rosenzweig@nortonrosefulbright.com; cmomjian@attorneygeneral.gov;  
rachel.obaldo@oag.texas.gov; richard.morrissey@usdoj.gov; paul.schwartzberg@usdoj.gov;  
apetrakov@offitkurman.com; smetz@offitkurman.com; sokeefe@okeefelc.com;  
lily@pacogarment.com; chipford@parkerpoe.com; leslieplaskon@paulhastings.com;  
andrewtenzer@paulhastings.com; shlomomaza@paulhastings.com; jaffeh@pepperlaw.com;  
listwakk@pepperlaw.com; ecobb@pbfc.com; ecobb@pbfc.com; lmbkr@pbfc.com;  
osonik@pbfc.com; dpick@picklaw.net; jon@piercemccoy.com; rsteinberg@pricemeese.com;  
searsteam@primeclerk.com; serviceqa@primeclerk.com; gerald.kennedy@procopio.com;  
rlp@pryormandelup.com; cfilardi@rrlawpc.com; greiss@reisspreuss.com;  
etikkanen@reisspreuss.com; cpugatch@rprslaw.com; kfloreay@robbins-schwartz.com;  
nsmith@robbins-schwartz.com; Robert.e.michael.esq@gmail.com; Aron.hume@gmail.com;  
fbr@robinsonbrog.com; gregg.galardi@ropesgray.com; kimberly.kodis@ropesgray.com;  
sam.ashuraey@ropesgray.com; james.wilton@ropesgray.com; patricia.chen@ropesgray.com;

ssally@ropesgray.com; joshua.sturm@ropesgray.com; nicholas.berg@ropesgray.com;  
timothy.farrell@ropesgray.com; srosen@rosenpc.com; mamato@rmfpc.com; skelly@s-d.com;  
skelly@s-d.com; mmccann@swc-law.com; rabiuso@swc-law.com; jweinblatt@sakar.com;  
cbelmonte@ssbb.com; asnow@ssbb.com; pbosswick@ssbb.com; dipesh.patel@saul.com;  
phil.hudson@saul.com; carmen.contreras-martinez@saul.com; ldelucia@schiffhardin.com;  
afiedler@schiffhardin.com; secbankruptcy@sec.gov; NYROBankruptcy@sec.gov;  
bankruptcynoticeschr@sec.gov; ashmead@sewkis.com; alves@sewkis.com; Fox, Edward M.  
<emfox@seyfarth.com>; fsosnick@shearman.com; sara.coelho@shearman.com;  
afeld@sheppardmullin.com; tcohen@sheppardmullin.com; rreinert@shutts.com;  
rtucker@simon.com; mshriro@singerlevick.com; dplon@sirlinlaw.com;  
Paul.Leake@skadden.com; Shana.Elberg@skadden.com; George.Howard@skadden.com;  
enotices@skijain.com; pstrok@swelawfirm.com; rkinas@swlaw.com; bk@svllaw.com;  
darolf@sorlinglaw.com; pmryan@sorlinglaw.com; mary.callahan@bnymellon.com;  
mary.callahan@bnymellon.com; tonder@stark-stark.com; jlemkin@stark-stark.com;  
cp@stevenslee.com; thomas.salerno@stinson.com; streusand@slollp.com;  
dietdericha@sullcrom.com; zylberbergd@sullcrom.com; dkupetz@sulmeyerlaw.com;  
ckwu@sulmeyerlaw.com; Riela@thsh.com; aconway@taubman.com; Starr.Judith@pbgc.gov;  
mccarron.william@pbgc.gov; efile@pbgc.gov; joe@saracheklawfirm.com;  
Curtis.Tuggle@ThompsonHine.com; powerwangtxks@vip.126.com;  
AGBankNewYork@ag.tn.gov; jose.galarza@usbank.com; David.Jones6@usdoj.gov;  
Jeffrey.Oestericher@usdoj.gov; Joseph.Cordaro@usdoj.gov; Carina.Schoenberger@usdoj.gov;  
Lawrence.Fogelman@usdoj.gov; Peter.Aronoff@usdoj.gov; Linda.Riffkin@usdoj.gov;  
jdunn@vedderprice.com; ketzell@vedderprice.com; mschein@vedderprice.com;

marva.m.levine@verizon.com; notice@waldrepllp.com; sfalanga@walsh.law; gtoering@wnj.com;  
Dclarke@wjslaw.com; ray.schrock@weil.com; garrett.fail@weil.com;  
jacqueline.marcus@weil.com; sunny.singh@weil.com; JeriLeigh.Miller@weil.com;  
jessica.liou@weil.com; Paloma.VanGroll@weil.com; Jared.Friedmann@weil.com;  
Jessie.Mishkin@weil.com; mbrofman@weisszarett.com; sfink@weltman.com;  
vandermarkj@whiteandwilliams.com; sgerald@wtplaw.com; awilliams@williamsadvisors.com;  
alipkin@willkie.com; gbrunswick@willkie.com; phealy@wsfsbank.com;  
scimalore@wilmingtontrust.com; david.tillem@wilsonelser.com; saron@wrslawyers.com;  
mfullington@wyattfirm.com; tom@attorneyzim.com